

RECORDATION NO. 28062 FILED

OCT 20 '09

2-58 PM

SURFACE TRANSPORTATION BOARD

## FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Tel. 847.318.7575  
Fax. 847.318.7588

VIA UPS 2<sup>nd</sup> DAY AIR

October 16, 2009



Ms. Anne K. Quinlan  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20024  
Attn: Recordation of Railroad Equipment

Re: **Memorandum of Lease Agreement**

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Lease Agreement dated September 11, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: ULTREPET, LLC  
136C Fuller Road  
Albany, NY 12205

A description of the railroad equipment covered by the enclosed document is for two (2) 5851 cu. ft. capacity covered hopper cars; with FURX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Best regards,

Marcia Dunne  
Senior Documentation Specialist

Enclosure  
(UPET001)

ASSGN. NO.: UPET001

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## MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 11<sup>th</sup> day of SEPT., 2009, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and UltePet, LLC ("Lessee"), a New York corporation.

## WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of Sept 11<sup>th</sup>, 2009, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of Sept 11<sup>th</sup>, 2009, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. SeymourName: RICHARD F. SEYMOUR  
VICE PRESIDENT SALES & MARKETING

Title: \_\_\_\_\_

By: Janice L. Enolva  
Name: Janice L. EnolvaTitle: Manager of DocumentationExecuted on this 24<sup>th</sup> day of September, 2009.

[CORPORATE SEAL]

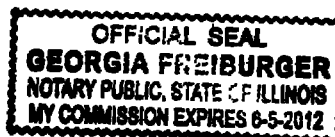
STATE OF ILLINOISCOUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 24<sup>th</sup> day of September, 2009.

Georgia Freiburger  
Notary Public

My Commission Expires:

6-2009  
(Notary Public)

LESSEE:

ULTREPET, LLC

ATTEST:

By: PAUL C ZORDAN

Name: PCK

Title: Vice President & GM

By: VICTORIA DIDRICH

Name: [Signature]

Title: Acctg Admin

Executed on this 11<sup>th</sup> day of Sept, 2009.

[CORPORATE SEAL]

STATE OF New York

COUNTY OF Rensselaer

I, Joan D Lake, a Notary Public of the County and State aforesaid, certify that Victoria Didrich & Paul C Zordan personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 11 day of Sept, 2009.

[Signature]  
Notary Public

Commission Expires: June 29, 2010  
[Signature]  
(Notary Public)

JOAN D. LAKE  
Notary Public - State of New York  
No. 01LA6009523  
Qualified in Rensselaer County  
My Commission Expires June 29, 2010

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

**NUMBER OF CARS:** Two (2)

**DESCRIPTION OF CARS:** 100 ton, 5851 cu. ft. capacity lined Center Flow Covered Hopper Cars with 20" round hatch covers down centerline and pneumatic outlets, 286,000 GRL.

**CAR NUMBERS:**

FURX 870012

FURX 870013